

**UNANIMOUS CONSENT AND RESOLUTION  
OF THE SHAREHOLDERS AND DIRECTORS  
OF LOF ASSOCIATES, INC.**

The undersigned does hereby certify that he is the voting shareholder and President of LOF Associates, Inc. (referred to in this Certificate as the "Company").

The undersigned does hereby further certify that:

1. The shareholders and directors of the Company, hereby unanimously adopt the following resolutions, which have not been modified or rescinded:

**RESOLVED**, that the Company shall file for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the Eastern District of New York, and that Alan Glassberg, president of the Company, be and he hereby is, authorized to execute and deliver such documents on behalf of the Company, and to take all actions in the name of the Company, as he may deem necessary and appropriate to effectuate such filing, including, without limitation, the employment of legal counsel, accountants, and all other professionals in connection therewith.

2. Neither the Articles of Incorporation nor the Bylaws of the Company contain any special requirement as to the number of shareholders required to pass such resolutions.

3. Neither the Articles of Incorporation nor the Bylaws of the Company contain any requirements for any vote or consent of shareholders to authorize such filing, but nonetheless all the shareholders have consented thereto.

**IN WITNESS WHEREOF**, the undersigned have hereto affixed their hands on behalf of the above-mentioned Company, this 28th day of September, 2016.

/s/ Alan Glassberg

Alan Glassberg, President